

**BYLAWS
OF
BOSTON CONNECTS, INC.**

ARTICLE I.

Articles of Organization, Location, Corporate Seal and Fiscal Year

Section 1.01. Articles of Organization. The name and purpose of the Corporation shall be as set forth in its Articles of Organization. These Bylaws, the powers of the Corporation and of its Directors and officers, and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.

Section 1.02. Location. The principal office of the Corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation.

Section 1.03. Corporate Seal. The Directors may adopt and alter the seal of the Corporation.

Section 1.04. Fiscal Year. The fiscal year of the Corporation shall end on June 30 in each year.

Section 1.05. Gender. The pronoun “he” or “his”, when appropriate, shall be construed to mean also “she” or “her” and the word “chairman” shall be construed to include a female.

ARTICLE II.

Members

Section 2.01. The Corporation shall not have any members, voting or otherwise. Any action or vote permitted to be taken by members pursuant to Massachusetts General Laws, Chapter 180 shall be taken by action or vote of the same percentage of the Directors of the Corporation.

ARTICLE III.

Board of Directors

Section 3.01. Powers. The Corporation shall have a Board consisting of Directors who shall have all the powers of the Corporation under Massachusetts law. The Directors shall be responsible for the general management and supervision of the business and affairs of the Corporation.

Section 3.02. Objective Regarding Board Composition. The provisions in this Article III regarding the composition of the Board of Directors are intended to result in a Board that represents and benefits from the diversity of the community in the Empowerment Zone (shown in the map attached to these Bylaws as Exhibit A).

Section 3.03. Qualifications. (a) Elected Directors. In order to be and to continue to be an elected member of the Board of Directors, a person must meet the following minimum qualifications:

- (i) Legal resident of the United States of America;
- (ii) At least 18 years of age; and
- (iii) Resident of the district of the Empowerment Zone from which elected.

(b) Appointed Directors. In order to be and to continue to be an appointed member of the Board of Directors, a person must meet the following minimum qualifications:

- (i) Legal resident of the United States of America,
- (ii) At least 18 years of age; and
- (iii) Any one of the following:
 - (a) a resident, employee, business owner, property owner or member of a community organization or non-profit agency in or serving the Empowerment Zone (an “Empowerment Zone Stakeholder”);
 - (b) an individual affiliated with a private sector entity (a “Private Sector Representative”); or
 - (c) an employee or official of the City of Boston or the Commonwealth of Massachusetts.

(c) Ex-Officio Directors. In order to be and to continue to be an ex-officio member of the Board of Directors, a person must hold and continue to hold an office or position from which the Mayor of the City of Boston is required to appoint, or, in his discretion has decided to appoint, as an ex-officio member of the Board in accordance with Section 3.04(d) hereof.

(d) Voters for Elected Directors. In order to be eligible to vote in an election of a Director, a person must meet the following minimum qualifications:

- (i) Legal resident of the United States of America;
- (ii) At least 16 years of age; and
- (iii) Resident of the district of the Empowerment Zone for which he is voting to elect a Board member.

(e) Proof Qualifications Satisfied. The Board of Directors may establish rules designating acceptable forms of proof that the minimum qualifications of Directors or voters are satisfied.

Section 3.04. Number and Composition. (a) Generally. The Board of Directors will consist of twenty-four (24) Directors, twelve (12) of whom are to be elected by the residents of the Empowerment Zone and twelve (12) of whom are to be appointed by the Mayor of the City of Boston. The Board will also consist of non-voting, ex-officio Directors to be appointed by the Mayor.

(b) Elected Directors. The Empowerment Zone will be divided into twelve (12) districts as

shown in the map of the Empowerment Zone attached to these Bylaws as Exhibit A. Except to fill a vacancy as provided in Section 3.06 of these Bylaws, one (1) Director will be elected by the residents of each district. An election will be held in November of each year in each district for which either (i) the term of the Director last elected by the residents of such district will expire at the next succeeding Annual Meeting of the Board or (ii) a vacancy has occurred not less than thirty (30) days prior to the date of the election as a result of death, resignation, removal, failure to be qualified as an elected Director under Section 3.03(b) of these Bylaws, or otherwise, regardless of whether such vacancy continues to exist or has been filled in accordance with Section 3.06 of these Bylaws. Elections will be held on dates, at times and at polling places designated by the Board of Directors, provided that (i) each such election will be held on a date in November that is no later than the third Saturday in November, (ii) there is at least one polling place designated in each district for which a Director is being elected, and (iii) each such polling place shall be handicapped accessible.

Not less than seventy (70) days prior to an election of Directors, the Board of Directors will initiate a campaign to educate the residents in the Empowerment Zone about the Corporation and the upcoming election, and to encourage residents to submit nomination papers to become candidates for election as a Director. The Board shall conduct this pre-election community education campaign until the date of the election.

From a date determined by the Board that is not less than seventy (70) days prior to an election of Directors up to and including a date determined by the Board that is not less than forty (40) days prior to such election, the Board will accept nomination papers from individuals that wish to be candidates for election as a Director. Nomination papers will contain a general description of the responsibilities of a Director, including the obligation of a Director to act in a manner consistent with the best interests of the Empowerment Zone as a whole, and individuals submitting such nomination papers will be required to sign a certification thereon acknowledging and agreeing to accept such responsibilities in the event that he is elected.

Not later than thirty (30) days prior to an election of Directors, the Board shall determine which of the individuals who submitted nomination papers are qualified as candidates for a position as Director and shall provide for an orientation session or sessions for all such qualified candidates. The orientation session or sessions will provide candidates with information about the Corporation, the responsibilities of Directors and the election process. Candidates must be qualified as candidates by the Board and must attend an orientation session in order to be eligible for election as a Director.

The person who receives the most votes from the residents eligible to vote in any district will be the elected Director from such district, provided that: (i) such person is eligible for election as a Director in such District and (ii) at least ten (10) eligible residents voted in such district. In the event that two (2) or more persons eligible for election as a Director each receive the highest number of votes cast by residents in the district for any one person and at least ten (10) residents in the aggregate voted in such district for such election, a run-off election will be held in such district on a date to be determined by the Board that is not later than thirty (30) days after such election. Only those persons who tied with the highest number of votes at the previous election will be eligible to run as a candidate for election as a Director at the run-off election. The Board will conduct a campaign to inform residents in any district in which a run-off election is to be held of such upcoming run-off election. The person who receives the most votes at such run-off election from the residents eligible to vote in such district will be the elected Director from such district, provided that: (i) such person is eligible to run as a candidate for election at such run-off election and (ii) at least ten (10) eligible residents voted at such run-off election. In the event that two (2) or more persons eligible for election as a Director at such a run-off election each receive the highest number of votes cast by residents in

the district for any one person, another run-off election will be held in accordance with the provisions of this paragraph.

If there is no candidate in a district who is eligible for election as a Director or if less than ten (10) eligible residents in a district vote at an election or at a related run-off election, no person shall be elected as a Director from such district pursuant to such election or run-off election. Such a failure to elect a Director shall be deemed to result in a vacancy which shall be filled in accordance with Section 3.06 of these Bylaws.

(c) Appointed Directors. Of the twelve (12) Directors to be appointed by the Mayor of the City of Boston, four (4) will be Empowerment Zone Stakeholders, four (4) will be Private Sector Representatives, three (3) will be employees or officials of the City of Boston and one (1) will be an employee or official of the Commonwealth of Massachusetts. Not later than thirty (30) days after an election of Directors (other than a run-off election) as provided in subparagraph (b) of this section 3.04, the Mayor will appoint Directors to fill the positions of each of the appointed Directors whose term will expire at the next succeeding Annual Meeting of the Board.

(d) Ex-Officio Directors. The Mayor of the City of Boston shall appoint each member of the United States Congress, each member of the General Court of the Commonwealth of Massachusetts and each district representative on the City Council of the City of Boston who represents all or a portion of the Empowerment Zone to serve as ex-officio Directors. The Mayor of the City of Boston may appoint (i) officials from federal or state governmental departments or agencies, including, but not limited to, the representative from the U.S. Department of Health and Human Services Office for the New England Region, the representative from the U.S. Department of Housing and Urban Development Office for the New England Region, and the Secretary of the Executive Office of Health and Human Services of the Commonwealth, and (ii) representatives from regional organizations, including, but not limited to, the Metropolitan Area Planning Council and the Local Official Human Service Council to serve as ex-officio Directors.

Section 3.05. Term of Office. The terms of office of six (6) of the initially elected Directors will be three (3) years, and the terms of office of the other six (6) initially elected Directors will be two (2) years. The term of office of each initially elected Director will be determined by lot at the first Annual Meeting in accordance with the terms of this paragraph. Except as otherwise provided in Section 3.06 of these Bylaws, the term of office of each subsequently elected Director will be two (2) years.

The terms of office of two (2) of the initial Directors appointed to positions designated for Empowerment Zone Stakeholders, of two (2) of the initial Directors appointed to positions designated for Private Sector Representatives and of two (2) of the initial Directors appointed to positions designated for employees or officials of the City of Boston and the Commonwealth of Massachusetts will each be three (3) years. The terms of office of all of the other initial Directors appointed by the Mayor will each be two (2) years. The Mayor will designate which initial Directors have three (3) year terms and which have two (2) year terms in accordance with the provisions of this paragraph. Except as otherwise provided in Section 3.06 of these Bylaws, the term of office of all subsequently appointed Directors will be two (2) years.

Except as otherwise provided in Section 3.06 of these Bylaws, the term of office of each Director will commence at the Annual Meeting of the Board held immediately after the election or appointment of such Director and will expire immediately prior to the Annual Meeting of the Board held during the year in which the designated term of such Director ends. If any Director is elected at a run-off election held after the Annual Meeting of the Board held immediately after the original election to which such run-off election

relates, the term of office of such Director will commence immediately upon his election and will expire immediately prior to the Annual Meeting of the Board held during the year in which the designated term of such Director ends.

Ex-officio Directors shall serve for so long as they hold the offices from which the Mayor is required to appoint or chooses to appoint ex-officio Directors under Section 3.04(d) of these Bylaws, and all successors to such offices shall be ex-officio Directors by virtue of their succession to such offices; provided, however, that the Mayor may terminate any discretionary appointment at any time, in which case the term of the ex-officio Director holding such office would end immediately and the successors to such office would not serve as an ex-officio Director by virtue of their succession to such office.

Section 3.06. Resignation, Removal and Vacancies. A Director may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation. A member of the Board of Directors may be removed for cause by the affirmative vote of a two-thirds majority of the Directors then in office, provided that a Director may only be so removed after he has been provided with reasonable notice and opportunity to be heard before the Board. A member of the Board of Directors shall be disqualified to continue as a Director and shall be automatically removed from office, without any action of the Board, upon the failure of such Director to attend five (5) meetings of the Board of Directors in any twelve (12) month period, regardless of whether notice of any such absences was provided or otherwise excused in accordance with Section 3.12 of these Bylaws.

If a vacancy has occurred among one of the members of the Board appointed by the Mayor, other than ex-officio Directors, as a result of death, resignation, removal, failure to continue to be qualified as a Director under Section 3.03(b) of these Bylaws, or otherwise, within sixty (60) days of the occurrence of such vacancy the Mayor will appoint a Director who is qualified under Section 3.03(b) of these Bylaws and under the same subsection of Section 3.03 (b) (iii) as was the Director being replaced to fill the vacancy. Notwithstanding any provision of Section 3.05 of these Bylaws to the contrary, the term of any Director appointed to fill a vacancy as provided in this Section 3.06 will commence immediately upon such appointment and will continue only for the remainder of the unexpired term of the Director he replaced.

If a vacancy has occurred with respect to one of the positions on the Board for an elected Director as a result of death, resignation, removal, failure to continue to be qualified as a Director under Section 3.03(a) of these Bylaws, or otherwise, within sixty (60) days of the occurrence of such vacancy the Directors on the Board who were not appointed by the Mayor will appoint a Director who lives in the same district as the Director being replaced and who is otherwise qualified under Section 3.03(a) of these Bylaws to fill the vacancy. The caucus meeting or meetings of such Directors to make any such appointment shall be subject to the notice requirements for special meetings under Section 3.12 of these Bylaws and subject to the provisions regarding public meetings and the recording of minutes under Section 6.07 and 6.08 of these Bylaws to the same extent that such provisions apply to committees. No decision on such an appointment at such a caucus meeting shall be made unless at least a majority of the Directors on the Board then in office who were not appointed by the Mayor are present at the meeting and a majority of such Directors present at such meeting vote in favor of the appointment. Notwithstanding any provision of Section 3.05 of these Bylaws to the contrary, the term of any Director so appointed to fill a vacant position for an elected Director shall commence immediately upon such appointment and shall expire immediately upon the election of a Director to fill such position pursuant to Section 3.04(b) of these Bylaws.

If a vacancy has occurred with respect to one of the positions on the Board for an elected Director not less than thirty (30) days prior to the next election for Directors to be held pursuant to Section 3.04(b) of

these Bylaws, regardless of whether such vacancy continues to exist or has been filled by appointment as provided for in this Section 3.06, a new Director who lives in the same district as the Director being replaced and who is otherwise qualified under Section 3.03(a) of these Bylaws shall be elected by the residents of such district at the next election. Notwithstanding any provision of Section 3.05 of these Bylaws to the contrary, in the event that the term of the position vacated expires at the next Annual Meeting of the Board, the term of any new Director elected to fill the position will commence immediately upon his election and will expire at the Annual Meeting of the Board held two (2) years from the date of the next Annual Meeting. In the event that the term of the position vacated does not expire at the next Annual Meeting of the Board, the term of any new Director elected to fill the position will commence immediately upon his election and will continue only for the remainder of the unexpired term of the elected Director he replaced.

Any election of a Director to fill a vacancy shall be conducted in a manner consistent with the provisions of Section 3.04(b) that are not inconsistent with this Section 3.06. In the event that the vacancy occurs on a date which makes it, in the reasonable judgement of the Board, difficult to meet any of the deadlines for satisfying the requirements of Section 3.04(b) of these Bylaws, the Board may waive any such deadlines for satisfying such requirements.

In no event will one or more vacancies on the Board prevent the Board from exercising its powers or performing its duties.

Section 3.07. Reimbursement. Subject to approval by the Board, Directors may be reimbursed for actual, reasonable and necessary expenses incurred in the performance of their official duties upon presentation of receipts for such expenses to the Treasurer.

Section 3.08. Annual Meeting. With the exception of the first Annual Meeting of the Directors which will be the first meeting of the Directors after the formation of the Corporation, the Annual Meeting of the Directors of the Corporation will be held on the second Wednesday of January of each year at such hour and place as the Directors or an officer designated by the Directors shall determine. The Annual Meeting of the Board shall be held for the purpose of seating new Directors and electing officers for the ensuing year and for the transaction of other business properly brought before the meeting.

Section 3.09. Regular Meetings. In addition to the Annual Meeting, regular meetings of the Board of Directors will be held at such places and at such times as determined by resolution of the Board.

Section 3.10. Special Meetings. Special meetings of the Directors may be called by the President. Special meetings must be called by the President or Clerk within seven (7) days of receiving written direction to do so from not less than eight (8) Directors, not including ex-officio Directors. Any such written direction for a special meeting must state the purpose or purposes of the proposed meeting.

Section 3.11. Place of Meetings. All meetings of the Board of Directors and of any committee of the Board that is open to the public pursuant to Section 6.07 of these Bylaws shall be held in a place that is accessible to handicapped persons.

Section 3.12. Notice of Meetings. Except as otherwise provided by these Bylaws or by law, written notice containing the date, time and place of and agenda for all meetings of the Board of Directors will be given to each Director not less than ten (10) days before an Annual meeting or a regular meeting and not less than five (5) days before a special meeting. No notice of an adjourned meeting need be given to the Directors who are present at the session of the meeting next preceding such adjourned meeting if the time

and place to which the meeting is adjourned is announced at such session of the meeting. Notice of the time and place of an adjourned meeting will be given to the Directors who are not present at the session of the meeting next preceding such adjourned meeting as soon as is practicable and in any manner or form reasonably likely under the circumstances to be received by such Directors prior to the adjourned meeting. At the adjourned meeting, the only business that may be transacted is business which might have been transacted at the original meeting.

Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Any Director who fails to attend a meeting for which proper notice has been given shall provide notice in writing or by telephone to the President, Clerk, or Executive Director of the Corporation not less than eight (8) hours before such meeting of his inability to attend the meeting and the reasons for such absence. In the event that a Director fails to attend such a meeting and is unable to satisfy this notice requirement due to an emergency or extraordinary circumstances, the President may excuse such failure to provide the requisite notice unless otherwise challenged by the Board.

If any Director fails to attend three (3) meetings of the Board of Directors within any twelve (12) month period, the Clerk of the Corporation shall promptly cause a notice to be sent to such Director notifying him that he has missed three (3) meetings of the Board within a twelve (12) month period, reminding the Director of his obligation to attend such meetings, and warning the Director that he will be removed from office upon five (5) such absences within any twelve (12) month period pursuant to Section 3.06 of these Bylaws.

Section 3.13. Quorum. At any meeting of the Board of Directors, a majority of the Board of Directors then in office, not including ex-officio Directors, shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present.

Section 3.14. Action by Vote. When a quorum is present at any meeting of the Board or of any of its committees, a majority of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these Bylaws. Except as otherwise provided in Section 7.01 of these Bylaws, a majority of all Directors then in office, not including ex-officio Directors, shall be required to approve the appropriation of or any contractual commitment to appropriate funds of the Corporation, other than appropriations made for costs of the operation and administration of the office of the Corporation.

The ex-officio Directors may attend meetings of the Board of Directors and may participate in any and all discussions at such meetings. The ex-officio Directors shall not, however, have the power to vote on any question decided or on any issue addressed by the Board and shall not be counted for purposes of determining whether a quorum is present or whether a matter voted on by the Board is approved.

Section 3.15. Conduct at Meetings. Meetings of the Directors will be presided over by the President. The Clerk or an Assistant Clerk of the Corporation or, in their absence, a person chosen at the meeting, will act as Clerk of the meeting.

ARTICLE IV.

Public Meetings

Section 4.01. Open Meetings. Except as provided in Sections 4.02 and 6.07 of these Bylaws, all meetings of the Board of Directors will be open to the public and will be held in a place available to the general public.

Section 4.02. Closed Sessions. The Board of Directors may meet in a closed session for the following purposes only:

- (a) To review the specific contents of an application for employment with the Corporation when the candidate requests that such application remain confidential;
- (b) To consider the discipline, suspension or dismissal of, or to hear complaints or charges brought against, or to consider a periodic personnel evaluation of the Executive Director, an employee, or an agent of the Corporation, but only if the named individual requests a closed hearing and under the condition that at any time such named individual may rescind the request for a closed session which, after rescission only, would require that the matter be considered in open session;
- (c) To consider the purchase or lease of real property until the time that an option is obtained to purchase or lease such real property; or
- (d) To consult with its attorneys regarding settlement or trial strategy in connection with specific pending litigation, but only where an open meeting would have a detrimental effect upon the settlement position or the litigation.

Section 4.03. Notice. Public notice of a meeting of the Board of Directors shall be published in local community newspapers circulated throughout the area of the Empowerment Zone or any portion thereof and shall be posted at the principal office of the Corporation, at the place or places in Boston City Hall where the Clerk of the City posts public notices for the City, and at any other location considered appropriate by the Board of Directors to advise the public of their meetings. In particular:

- (a) For Annual Meetings of the Board of Directors public notice which specifies the date, time and place thereof and agenda therefor shall be published and posted at least thirty (30) days before the meeting, provided that such public notice for the first Annual Meeting of the Board shall be published and posted at least ten (10) days prior to the meeting.
- (b) For regular meetings of the Board of Directors public notice which specifies the date, time and place thereof and agenda therefor shall be published and posted at least ten (10) days prior to the meeting.
- (c) For special meetings of the Board of Directors public notice which specifies the date, time, and place thereof and agenda therefor shall be published and posted at least five (5) days before the meeting.

Any public notices of any meeting of the Board shall also state that any handicapped person wishing to attend the meeting will be reasonably accommodated at the meeting provided that the Corporation is notified by such person not less than two (2) business days prior to the meeting of his intent to attend the meeting and the nature of his disability. In the event the Corporation receives any such notice, it shall make all reasonable accommodations for such person at such meeting of the Board.

Section 4.04. Rules. In order to minimize disruption of its meetings, the Board of Directors shall establish reasonable rules and regulations which must include the following:

- (a) A person shall not be required as a condition of attendance at a meeting of the Board of Directors to provide his or her name or other information or otherwise to fulfill a condition precedent to attendance;
- (b) A person shall be permitted to address a meeting of the Board of Directors under the rules established and published by the Board; and
- (c) A person shall not be excluded from a meeting of the Board of Directors except for a breach of the peace actually committed at the meeting.

Section 4.05. Minutes. The Clerk shall be responsible for ensuring that accurate minutes of the meetings of the Board of Directors are taken, which minutes shall indicate the date, time, place, members present, members absent, any decisions made at a meeting open to the public, and all roll call votes taken at the meeting. The minutes shall be retained by the Board of Directors at the principal offices of the Corporation. Upon request, a copy of such minutes will be made available to the public.

ARTICLE V.

Officers

Section 5.01. Election. At each Annual Meeting, the Board of Directors will elect the President, the Vice-President, the Clerk and the Treasurer of the Corporation from among the Directors, not including ex-officio Directors, and may elect an Assistant Clerk and Assistant Treasurer from among such Directors. If a vacancy of any such office occurs as a result of resignation or removal, the Board will elect from among the Directors, not including ex-officio Directors, a new officer to fill such position at the next meeting of the Board. The election of officers is, however, subject to following provisions: (i) at no time shall the offices of President and Vice President both be filled by two (2) elected Directors or by two (2) appointed Directors, and (ii) the Clerk must be a resident of the Commonwealth of Massachusetts.

Section 5.02. Term of Office. The term of office of all elected officers will commence upon their election and will continue until the next Annual Meeting of the Corporation and until their respective successors are chosen or until their resignation or removal. Any officer elected by the Board of Directors may be removed from office at any meeting of the Directors for cause by a majority vote of the Board of Directors then in office, not including ex-officio Directors. An officer may be removed for cause, however, only after he has been given notice and reasonable opportunity to be heard before the Board.

An officer elected by the Board may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of the resignation.

Section 5.03. President. The President will preside at all meetings of the Board of Directors and the Executive Committee and will perform any other duties prescribed by the Board of Directors.

Section 5.04. Vice President. The Vice President, in the absence of the President or the inability of the President to perform, will perform the duties and exercise the powers of the President and will perform any other duties prescribed by the Board of Directors.

Section 5.05. Clerk. The Clerk will attend all meetings of the Board of Directors and of the Executive Committee and record the minutes of all proceedings thereof in a book or series of books to be kept within the Commonwealth at the principal office of the Corporation. Such book or books shall also contain the original, or attested copies, of the Articles of Organization and Bylaws and names of all Directors and the address and telephone number of each. The Clerk will give or cause to be given notice of all meetings of the Board of Directors and will perform any other duties prescribed by the Board of Directors.

Section 5.06. Treasurer. The Treasurer shall be the chief financial officer of the corporation. He shall be in charge of its financial affairs, books of accounts, accounting records and procedures, funds, securities, and valuable papers, and he shall ensure that full and accurate records thereof are maintained. He shall also prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and the City of Boston. He shall have such other duties and powers as designated by the Board of Directors.

Section 5.07. Assistant Clerk and Assistant Treasurer. The Assistant Clerk and the Assistant Treasurer, respectively, in the absence of the Clerk or Treasurer, as the case may be, will perform the duties of the Clerk or Treasurer, respectively, as well as any other duties prescribed by the Board of Directors.

Section 5.08. The Executive Director. Not later than thirty (30) days after the first Annual Meeting of the Board of Directors or after the removal or resignation of an Executive Director, the Board of Directors will submit a list of at least three (3) nominees for the office of Executive Director to the Mayor of the City of Boston. Not later than thirty (30) days after his receipt of such a list of nominees from the Board, the Mayor will either appoint one of the nominees submitted by the Board to be the Executive Director or provide the Board with a written notice of rejection of the nominees. Upon its receipt of such a notice of rejection from the Mayor, the Board will submit a list of at least three (3) new nominees to the Mayor not later than thirty (30) days after its receipt of such rejection notice, and the Mayor shall either appoint an Executive Director or provide the Board with a written notice of rejection as described herein. This process will continue until an Executive Director is appointed.

The Executive Director will be the chief executive officer of the Corporation and, subject to the control of the Directors, will be responsible for the general and active management of the activities and affairs of the Corporation. The Executive Director will be responsible for ensuring that all orders and resolutions of the Board of Directors are carried into effect.

The term of office of the Executive Director of the Corporation shall be for so long as he acts effectively and responsibly for the best interests of the Corporation. The Executive Director may be removed for cause by a majority vote of the Board of Directors then in office, but only after he has been

given notice and reasonable opportunity to be heard before the Board. The Executive Director may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation.

ARTICLE VI.

Committees

Section 6.01. Executive Committee. The Executive Committee will be primarily responsible for overseeing strategies for the implementation of the strategic plan entitled “Boston Connects People to Economic Opportunity” submitted to the federal government by the City of Boston in October 1998 in application for the Empowerment Zone grant (the “Strategic Plan”) and for the execution of the Performance Measurement System described therein. The President, Vice President, Treasurer, Clerk and chair of each subcommittee will serve on the Executive Committee.

Section 6.02. Subcommittees. There will be subcommittees of the Board of Directors, each primarily responsible for overseeing and developing strategies for the implementation of one or more of the program areas identified in the Strategic Plan and for the execution of the Performance Measurement System with respect to such program area or areas as described therein. The President, Vice President, Clerk and Treasurer will make recommendations to the Board with respect to the appointment of Directors to service as chairs of the subcommittees, and the Board will appoint a Director, which Director shall not be an ex-officio Director, to serve as chair of each subcommittee. Subject to Section 6.04 of these Bylaws, each Director who is not an ex-officio Director and who is not appointed to chair a subcommittee will choose at least one subcommittee on which he will serve as a subcommittee member. To the extent there are enough Directors, not including ex-officio Directors, each subcommittee shall have at least three (3) members.

Section 6.03. Other Committees. The Board of Directors may designate other committees as deemed appropriate. The committees will have the authority as delegated to them by the Board.

Section 6.04. Procedure. All committee members will serve at the pleasure of the Board. Subject to Sections 6.01 and 6.02 of these Bylaws, the Board will have the power at any time with respect to committees to increase or decrease the number of members and to fill vacancies and to change any member or members thereof.

Section 6.05. Quorum. A quorum of the members of any committee will be a majority of the committee members then in office.

Section 6.06. Notice of Committee Meetings. Written notice containing the date, time and place of and agenda for all meetings of a committee of the Board will be given to the members of such committee by the chairman thereof in the same manner as is required for regular meetings of the Board pursuant to Section 3.12 of these Bylaws.

Section 6.07. Meetings Not Open to Public. Except as hereinafter provided, meetings of any committee of the Board shall not be open to the public and shall not be subject to the provisions of Article IV of these Bylaws. The Board may, however, adopt a policy or policies setting forth the circumstances under which a committee meeting shall be held or, at the discretion of the committee, may be held open to the public and setting forth the requirements for holding any such public meeting.

Section 6.08. Minutes. The chair of each committee of the Board shall designate a member of the committee to record the minutes of each meeting of such committee. Such member of the committee, or any other member of the committee in his absence, shall record the minutes of each meeting and file such minutes with the Clerk of the Corporation.

ARTICLE VII.

Conflicts of Interest

Section 7.01. Procedure. In the event that a potential conflict of interest arises for a Director in connection with a possible transaction or contract between the Corporation and another person or entity, the following procedural steps are required to be taken in order for any Board action approving such transaction or contract to be valid:

- (a) In the event that a Director becomes aware that he may have a conflict of interest in connection with a possible transaction or contract between the Corporation and another person or entity during a meeting of the Board or any committee thereof, such Director shall immediately disclose his exact relationship with the other person or entity to the other Board or committee members and cease his participation in any discussion at such meeting regarding the matter other than to describe the nature of his potential conflict of interest to the reasonable satisfaction of the other Directors.
- (b) As soon as is practicable after becoming aware that he may have a conflict of interest in connection with a possible transaction or contract between the Corporation and another person or entity, a Director must provide written notice to the President disclosing his exact relationship with the other person or entity. Subsequent to a Director's becoming aware of such a potential conflict of interest, such Director shall abstain from participating in any discussion or vote at any meeting of the Board or of a committee thereof with respect to the possible transaction or contract from which the potential conflict arises.
- (c) In the event that the President or any other member of the Board receives notice or otherwise becomes aware of a Director's potential conflict of interest in connection with a possible transaction or contract between the Corporation and another person or entity, the Board shall not take any action with respect to such transaction or contract until:
 - (i) The existence and nature of the conflict of interest is disclosed to all Board members at a meeting of the Board;
 - (ii) The Board has investigated alternative persons or entities with whom it could contract and the relative advantages and disadvantages of contracting with such other persons or entities as compared to contracting with the person or entity from which the conflict of interest arises; and
 - (iii) Notwithstanding any provision of Section 3.14 of these Bylaws to the contrary, a majority of all disinterested Directors then in office, not including ex-officio Directors, at a meeting of the Board with a quorum but regardless of whether the number of disinterested Directors at the meeting constitutes a quorum, votes to

approve the transaction or contract with the person or entity from which the conflict arises.

The Board of Directors may adopt guidelines to further clarify and ensure compliance with the procedures set forth in Section 7.01, provided that no such guidelines shall be inconsistent with such procedures.

Section 7.02. Consistency with Articles. The procedures set forth in Section 7.01 of these bylaws are established pursuant to Article 4(h) of the Articles of Organization of the Corporation. Such procedures are intended to be consistent with and to supplement the requirements of that Article 4(h). In the event that any inconsistency is determined to exist between Article 4(h) and Section 7.01, the provisions of Article 4(h) shall govern.

ARTICLE VIII.

Execution of Papers

Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by at least two of the following officers: the President, the Treasurer and the Executive Director. Any obligation made, accepted or endorsed for the purpose of funding or supporting the operations and administration of the office of the Corporation, however, may be signed by the Executive Director without the signature of another officer, provided that such obligation does not result in a cost to the Corporation in excess of a dollar amount to be determined by the Board from time to time.

ARTICLE IX.

Directors and Officers Insurance

Section 9.01. Amount. The Board of Directors shall procure a directors and officers liability insurance policy, which shall insure the Corporation in the minimum sum of One Million Dollars (\$1,000,000) per claim and in the minimum aggregate sum of Two Million Dollars (\$2,000,000) for any misfeasance, malfeasance, or acts or omissions either by the Board of Directors or by the officers. Such policy shall be approved by the Board of Directors.

Section 9.02. Premium Expense. The premium for such policy is deemed an operating expenses and shall be payable from the funds available to the Corporation for operating expenses.

ARTICLE X.

Residency

Section 10.01. Employees. All employees of the Corporation, including the Executive Director, shall be residents of the City of Boston, Massachusetts.

ARTICLE XI.

Miscellaneous

Section 11.01. Amendments. These Bylaws may be amended or repealed by the affirmative vote of a two-thirds majority of the Directors of the Corporation then in office at a regular or special meeting provided the notice of the meeting contains the proposed amendment.

Section 11.02. Notice. Any notice required by these Bylaws to be given to the Directors in writing shall be sufficient if delivered personally, by first class mail, or by facsimile. If mailed, the notice will be deemed delivered when deposited in the U.S. mail in a sealed envelope, postage prepaid and addressed to the individual's last address as it appears on the records of the Corporation. If notice is given by facsimile, the notice will be deemed delivered upon receipt of electronic confirmation of the delivery of the facsimile.